



NORTH AMERICA



RECORDATION NO. 9766-^E FILED 1425

DEC 13 1993 -10 05 AM

INTERSTATE COMMERCE COMMISSION

Mary P. Sclawy
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36

Grand Trunk Western Railroad - Central Vermont Railway - Duluth, Winnipeg & Pacific Railroad

December 10, 1993

0100065001

Secretary
Interstate Commerce Commission
Equipment Recordation
12th & Constitution Ave., N.W.
Washington, D.C. 20423

Dear Secretary:

Enclosed for recordation with the Interstate Commerce Commission pursuant to 49 USC 11303 are counterparts of a Release, dated December 1, 1993, of an Equipment Trust Agreement, dated as of November 1, 1978, and Lease, dated as of October 1, 1978, regarding certain railroad rolling stock. The Lease was filed with the Commission on October 13, 1978, and assigned recordation number 9766. The Equipment Trust Agreement was filed as No. 9766-A. The last document filed in the series was assigned No. 9766-D.

The parties to the underlying agreements are:

Mercantile Safe-Deposit and Trust Company
Two Hopkins Plaza
Baltimore, MD 21203 as Trustee

Grand Trunk Corporation
1333 Brewery Park Boulevard
Detroit, MI 48207-2699, as Lessor, and
successor in interest to

Canat Limited as Lessor

Canadian National Railway Company
935 de La Gauchetiere Street West
Montreal, Quebec H3B 2M9 as Lessee

The rolling stock which is being released is:

35 70-ton 50' 6" AAR class XM boxcars marked CNA
404900 to 404934, both inclusive.

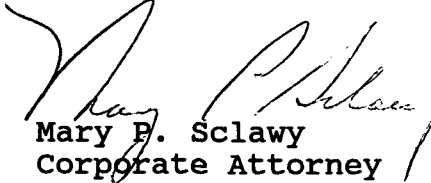
Enclosed is a check in the amount of \$18.

1333 Brewery Park Boulevard, Detroit, Michigan 48207-2699

Secretary
Interstate Commerce Commission
December 10, 1993
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Please accept one counterpart of this document for filing,
stamp the remaining with your recordation number and return
them and your fee receipt to the undersigned.

Sincerely,



Mary P. Sclawy
Corporate Attorney

MPS:pgs
Enclosure

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RELEASE INTERSTATE COMMERCE COMMISSION

WHEREAS Grand Trunk Corporation (the "Company"), as successor-in-interest to Canat Limited, and Mercantile Safe-Deposit and Trust Company (the "Trustee") entered into an Equipment Trust Agreement dated as of November 1, 1978 (the "Trust Agreement") whereby the Company issued in aggregate \$1,050,000.00 principal amount of Trust Certificates (as such term is defined in the Trust Agreement);

WHEREAS in order to provide security for the holders of the Trust Certificates, the Company and the Trustee entered into an Assignment of Lease and Agreement (the "Assignment") dated as of November 1, 1978 whereby the Company assigned to the Trustee its rights in, to and under a Lease of Equipment dated October 1, 1978 with Canadian National Railway Company as lessee (the "Lease") covering thirty-five (35) 70-ton 50'6" AAR class XM box cars marked CNA 404900 to CNA 404934 inclusive (the "Equipment"); and

WHEREAS the Company has fully discharged and satisfied all of its obligations under the Trust Agreement including, but without limitation, the payment of all amounts of principal and interest due to the holders of the Trust Certificates.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Trustee hereby (a) releases all estate, right, title and interest of the Trustee in and to the Lease and the Equipment and (b) acknowledges and agrees that: (1) all rights assigned to the Trustee pursuant to the Assignment have terminated and (2) the Trust Agreement has terminated.

IN WITNESS WHEREOF, the Trustee has caused these presents to be executed in its name by its Assistant Vice President thereunto duly authorized and its corporate seal to be hereunto affixed and attested by its Corporate Trust Officer as of this 1st day of December, 1993.

ATTEST:

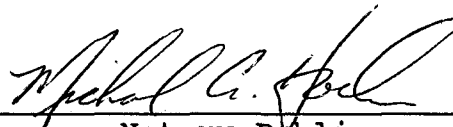
MERCANTILE SAFE-DEPOSIT AND TRUST
COMPANY, as Trustee

By: Robert D. Brown
Corporate Trust Officer

By: [Signature]
Assistant Vice President

STATE OF MARYLAND)
) ss
CITY OF BALTIMORE)

On this 1 st day of December, 1993, before me personally appeared James A. Adams, to me personally known, who, being by me duly sworn, says that he is Assistant Vice President of Mercantile Safe-Deposit and Trust Company, that the corporate seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My Commission expires: September 25, 1994

[Notarial Seal]